

HELM

FINANCIAL CORPORATION

December 18, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Railcar Lease Agreement dated November 20, 2001 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111


Name and Address of Lessee: The Kansas City Southern Railway Company (as successor in interest through merger to MidSouth Rail Corporation)
114 West 11th Street
Kansas City, MO 64105-1804

Equipment: 46 Boxcars
MSRC 5050-5095

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 18006 filed on November 23, 1992. The filing fee of \$28,00 is included in our enclosed Check No. 47552 in the amount of \$308.00.

Summary: Termination of Railcar Lease Agreement dated November 20, 2001 by Helm Financial Corporation for 46 boxcars, MSRC 5050-5095, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 18006.

Yours truly,


Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

RECORDATION NO. 18006-A FILED

DEC 27 '01 8-29 AM

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF RAILCAR LEASE AGREEMENT ("Termination") is dated as of November 20, 2001, by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Railcar Lease Agreement dated as of October 30, 1992, as amended ("**Lease**"), with **The Kansas City Southern Railway Company** (as successor in interest through merger to MidSouth Rail Corporation), a Missouri corporation, with respect to the forty-six (46) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation Number 18006 filed on November 23, 1992.

The Lease was terminated on September 18, 2001. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

RECORDATION NO. 18006-A FILED

DEC 27 '01 8-29 AM

SURFACE TRANSPORTATION BOARD

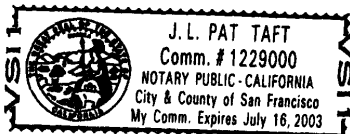
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 20th, 2001, before me, J. L. Pat Taft, personally
appeared Barbara W. Wilson, Senior Vice President and Chief Financial
Officer of **HELM FINANCIAL CORPORATION**,

 X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within
instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in
~~his~~/her/~~their~~ authorized capacity~~(ies)~~, and that by ~~his~~/her/~~their~~
signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf
of which the person~~(s)~~ acted, executed the instrument.



Witness my hand and official seal.

J. L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Railcar Lease Agreement
dated November 20, 2001

Equipment Description:

Forty-six (46), 50', 70-ton, XM boxcars built by Pickens Railroad Company
in 1978.

Unit Numbers:

MSRC 5050-5095